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UNITED STATES DISTRICT COURT

NORTHERN DISTRICT OF CALIFORNIA

IN RE HEWLETT-PACKARD COMPANY
 SHAREHOLDER DERIVATIVE LITIGATION

MASTER FILE NO.: 12-CV-6003 CRB

 This Document Relates To: All Actions

**DECLARATION OF MARC
 WOLINSKY IN SUPPORT OF HP'S
 REPLY MEMORANDUM IN
 FURTHER SUPPORT OF
 PRELIMINARY APPROVAL OF
 THE SETTLEMENT AND
 OPPOSITION TO THE MOTIONS
 TO INTERVENE AND SEVER**

Courtroom: Courtroom 6, 17th Floor
 Judge: Hon. Charles R. Breyer

DECLARATION OF MARC WOLINSKY

I, Marc Wolinsky, declare as follows:

1. I am an attorney with the law firm Wachtell, Lipton, Rosen & Katz, which represents Hewlett Packard Company in this lawsuit. I respectfully submit this declaration in support of HP's Reply Memorandum in Further Support of Preliminary Approval of the Settlement and Opposition to the Motions to Intervene and Sever.

2. The Stipulation of Settlement that was submitted to the Court on June 30, 2014 provided that HP's implementation of the Governance Revisions was "[s]ubject to HP management's review of and recommendations regarding the Governance Revisions." Docket No. 149-2, at 35. The Governance Revisions themselves were submitted to the Court under seal. Docket No. 150.

3. On July 16, 2014, HP management presented its recommendations regarding the Governance Revisions to the HP board. Informed by those recommendations, the HP board approved and adopted all the Governance Revisions, with minor modifications to facilitate their implementation. The HP board resolved that the final reforms "are advisable to and in the best interests of the Company and its shareholders."

4. If the Amended and Restated Stipulation of Settlement is preliminarily approved, the Governance Revisions reflecting the recommendations of management will be provided to shareholders under the terms of the preliminary approval order. These will also be submitted to the Court under seal.

5. There is no contract, agreement, or understanding between HP, on the one hand, and either Cotchett, Pitre & McCarthy LLP or Robbins, Geller, Rudman & Dowd LLP, on the other, that HP will retain either law firm once the settlement is approved.

6. Attached as Exhibit 14 is a true and correct copy of an email from Vincent Levy of the law firm Wachtell, Lipton, Rosen & Katz to Richard Greenfield of the law firm Greenfield & Goodman LLC, dated July 7, 2014, excluding the attachments.

1 7. Attached as Exhibit 15 is a true and correct copy of an email from Richard
2 Greenfield to Vincent Levy, dated July 7, 2014.

3 8. Attached as Exhibit 16 is a true and correct copy of an email from Vincent Levy to
4 Richard Greenfield, dated July 25, 2014, excluding the attachment.

5 9. Attached as Exhibit 17 is a true and correct copy of an email from David Zhou of
6 the law firm Wachtell, Lipton, Rosen & Katz to Richard Greenfield, dated September 9, 2014.

7 10. Attached as Exhibit 18 is a true and correct copy of an email from Vincent Levy to
8 Richard Greenfield, dated September 13, 2014, excluding the attachments.

9 11. Attached as Exhibit 19 is a true and correct copy of an email from Michael Lynch
10 to Sushovan Hussain and Andrew Kanter, dated December 27, 2010, forwarding an email and
11 attachment from Frank Quattrone of Qatalyst Group LP to Michael Lynch sent on December 22,
12 2010.

13 12. Attached as Exhibit 20 is a true and correct copy of a letter sent by Richard
14 Greenfield on behalf of his client, A.J. Copeland, to the attention of the HP board on September
15 16, 2014.

16 13. Attached as Exhibit 21 is a true and correct copy of an email from Ian Berg of the
17 law firm Abraham Fruchter & Twersky, LLP to Mark Molumphy of the law firm Cotchett Pitre &
18 McCarthy LLP, dated September 2, 2014.

19 14. Attached as Exhibit 22 is a true and correct copy of an email from Marc Wolinsky
20 to Gary Graifman of the law firm Kantrowitz Goldhamer & Graifman, P.C., dated September 12,
21 2014.

22 I declare under penalty of perjury under the laws of the United States of America that the
23 foregoing is true and correct.

24 Executed on this 17th day of September, 2014.

25
26
27 By: _____

Marc Wolinsky